

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
In re: :
: Chapter 11 Cases
:
FRUIT OF THE LOOM, INC., et al., : No. 99-04497 (PJW)
:
: Jointly Administered
Debtors. :
-----X Related to Docket No. 4715

ORDER, PURSUANT TO 11 U.S.C. §§ 328(a),
363(b), AUTHORIZING
FOL LIQUIDATING TRUST
TO RETAIN AND EMPLOY KEEN REALTY, LLC
AS AUCTIONEER, TO SELL CERTAIN
NON-OPERATING REAL ESTATE PROPERTIES

Upon the application, dated as of July 19, 2002
(the "Application"),¹ of FOL Liquidating Trust ("FOL Trust"), a
liquidating trust created pursuant to the Third Amended Joint
Plan of Reorganization of Fruit of the Loom, Inc., et al. (as
amended, the "Plan"), moving this Court for entry of an order,
under sections 328(a) and 363(b) of the Bankruptcy Code,
authorizing FOL Trust to retain, employ, compensate, and
reimburse Keen Realty, LLC ("Keen") as auctioneer, pursuant to
the terms and conditions of that certain Real Estate Retention
Agreement (the "Agreement") annexed hereto as Exhibit A, to
auction and sell certain Non-Operating Real Properties; and the
Court having considered the Bordwin Affidavit in support of the
Application; and the Court having determined that the Auctioneer

¹ Unless otherwise defined, capitalized terms and phrases not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

does not represent or hold any interest adverse to FOL Trust or the Debtors' estates and is a "disinterested person" under the Bankruptcy Code; and due and sufficient notice of the Application having been given; and no adverse interest being affected; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. Pursuant to sections 328(a) and 363 of the Bankruptcy Code, FOL Trust is hereby authorized to retain, employ, compensate, and reimburse the Auctioneer on the terms and conditions set forth in the Application and the Agreement. Keen shall not be required to submit fee applications and shall be compensated in accordance with the procedures set forth in the Agreement and such procedures as may be fixed by order of this Court.

2. FOL Trust employs Keen to advertise, market, negotiate and coordinate the closing of the sales of the Debtors' interests in the Non-Operating Real Properties, which are located in various jurisdictions within the United States.


3. FOL Trust is authorized to take any and all steps necessary to effectuate this Order.

4. Keen shall not be required to submit fee applications and shall be compensated in accordance with the procedures set forth in the Agreement and such other procedures as may be fixed hereafter by order of this Court. FOL Trust is

authorized to make payments to Keen in accordance with the terms of the Agreement without further order of the Court.

5. This Court shall retain jurisdiction over the parties with respect to any matters or disputes arising out of or relating to the Agreement, the Application or the implementation of this Order.

Dated: Wilmington, Delaware
August 2, 2002



HON. PETER J. WALSH,
CHIEF UNITED STATES BANKRUPTCY JUDGE